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September 20, 2004

Via Federal Express

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

**Re: *Joint Application of United American Technology, Inc. and
PromiseVision Technology, Inc. for Domestic Section 214
Authority to Transfer the Customer Base of an Authorized
Domestic Carrier***

Dear Ms. Dortch:

On behalf of United American Technology, Inc. ("UAT") and PromiseVision Technology, Inc. ("PV"), enclosed please find an original and six (6) copies of the Application for domestic Section 214 authority to transfer PV's existing customer base to UAT.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00, to the "Federal Communications Commission," in satisfaction of the filing fee requirement for this Application under line 2.b of Section 1.1105 of the Commission's rules. An extra copy of this filing is enclosed, to be date-stamped and returned in the envelope provided.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Jonathan S. Marashlian

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0580
Page 1 of 2

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
FCC USE ONLY		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) The Helein Law Group		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 8180 Greensboro Drive			
(5) STREET ADDRESS LINE NO. 2 Suite 700			
(6) CITY McLean		(7) STATE VA	(8) ZIP CODE 22102
(9) DAYTIME TELEPHONE NUMBER (include area code) (703) 714-1300		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003784188		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME United American Technology, Inc.			
(14) STREET ADDRESS LINE NO. 1 900 N.E. 63rd Street			
(15) STREET ADDRESS LINE NO. 2 Suite 100			
(16) CITY Oklahoma City		(17) STATE OK	(18) ZIP CODE 73105
(19) DAYTIME TELEPHONE NUMBER (include area code) (405) 418-0340		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004326450		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>1</u> of <u>1</u>		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME PromiseVision Technoloav. Inc.		
(14) STREET ADDRESS LINE NO. 1 1050 E. 2nd Street		
(15) STREET ADDRESS LINE NO. 2 Suite 212		
(16) CITY Edmunda	(17) STATE OK	(18) ZIP CODE 73034
(19) DAYTIME TELEPHONE NUMBER (include area code) (405) 751-7411		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003731080		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)
)
)
UNITED AMERICAN TECHNOLOGY, INC.)
)
)
and)
)
)
PROMISEVISION TECHNOLOGY, INC.)
)
)
For Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended, to Transfer)
the Customer Base of an Authorized Domestic Carrier)
_____)

WC Docket No. 04-_____

APPLICATION

I. INTRODUCTION

United American Technology, Inc. ("UAT" or "Transferee") and PromiseVision Technology, Inc. ("PromiseVision" or "Transferor") (together "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and section 63.04(a) of the Commission's rules,² hereby request Section 214 authority to enable UAT to acquire the interstate, interexchange (hereafter, long distance) customer base of PromiseVision ("Customer Base"). The proposed transaction will not result in a loss or impairment of service to the PromiseVision customers that would be affected by consummation

¹ 47 U.S.C. § 214 (the "Act").

² 47 C.F.R. § 63.04(a).

of the proposed transaction. This application is therefore being filed as a transfer of control application pursuant to Section 63.04 of the Commission's rules.³

II. SUMMARY OF THE PROPOSED TRANSACTION

UAT is an Oklahoma-based reseller of long distance services. UAT is registered, licensed or otherwise authorized to provide long distance services in the following states: AL, AZ, CA, CO, DE, FL, GA, IL, IN, KS, KY, MD, MI, MT, NV, NH, NJ, NY, OH, OR, PA, SC, SD, UT, VA, WA, WV, and WI. UAT is in the process of obtaining registrations and licenses in the remaining continental U.S. Included in UAT's long distance service offerings are direct dial 1+, 800/888/877, and travel cards.

PromiseVision is also an Oklahoma-based reseller of long distance services and is registered, licensed or otherwise authorized to provide long distance services throughout the continental U.S. Included in PromiseVision's long distance service offerings are direct dial 1+, 800/888/877, and travel cards.

UAT and PromiseVision entered into an Asset Purchase Agreement ("APA") wherein PromiseVision agreed to sell and UAT agreed to acquire all of PromiseVision's long distance Customer Base. As a result of the transaction, UAT will become the long distance service provider of the transferred Customer Base. The proposed Customer Base transfer is subject to certain state required notifications and/or approvals.

In states where UAT has not yet secured the necessary licensure to provide long distance, it will service transferred customers pursuant to a pre-existing transitional Management Agreement with PromiseVision upon consummation of the APA.

³ *Id.*

Applicants emphasize that the transition of PromiseVision's long distance customers to UAT will be seamless and virtually transparent to the affected Customer Base. Following the Customer Base transfer, UAT will continue to provide the same services, under the same rates, terms and conditions of service as the customers currently receive from PromiseVision. Moreover, PromiseVision customers will not incur any charges to effectuate the change in preferred carriers. The only change transferred customers will visibly notice is the name "United American Technology" replacing "PromiseVision" on their invoices.

In accordance with applicable requirements, Applicants have sent written notice to affected PromiseVision customers informing them of the proposed transaction. Service to these customers will not be transferred until the requisite approvals have been obtained. In addition, UAT will file with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules. Applicants seek to complete the proposed transaction on an expedited basis so that UAT can integrate the acquired customers into its existing business and thereby expand its presence in the long distance market.

III. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in support of their request for Section 214 authority pursuant to Section 63.04 of the Commission's rules.

(a) **Name, Address and Telephone Number of Each Applicant**

Transferor: PromiseVision Technology, Inc. ("PromiseVision")
1050 E. 2nd Street, Suite 212
Edmund, OK 73034
Tel: (405) 751-7411
FRN: 0003731080

Transferee: United American Technology, Inc. ("UAT")
900 N.E. 63rd Street, Suite 100
Oklahoma City, OK 73105
Tel: (405) 418-0340
FRN: 0004326450

(b) State of Organization

Transferor: PromiseVision is organized under the laws of the State of Oklahoma.

Transferee: UAT is organized under the laws of the State of Oklahoma.

(c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to:

For UAT:

Tom Anderson
Chief Executive Officer
United American Technology, Inc. ("UAT")
900 N.E. 63rd Street, Suite 100
Oklahoma City, OK 73105
Tel: (405) 418-0340
Fax: (405) 840-9002
Email: tom@uatnow.com

For PromiseVision:

Carl Thompson
Acting President
1050 E. 2nd Street, Suite 212
Edmund, OK 73034
Tel: (405) 751-7411
Fax: (405) 751-7650
Email: sandi@ionet.com

with a copy to:

Jonathan S. Marashlian
The Helein Law Group, LLP
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)
Email: jsm@thlglaw.com

(d) Equity Ownership. The following entities directly own ten percent (10%) or more of the equity of UAT:

Name: John Bachman Trust
Address: 900 N.E. 63rd Street, Suite 100
Oklahoma City, OK 73105
Citizenship: U.S.

Principal Business: Investment/Telecommunications
% Equity: 33%

Name: Tom Anderson Trust
Address: 8225 E. Memorial Road
Oklahoma City, OK 73049

Citizenship: U.S.
Principal Business: Investment/Telecommunications
% Equity: 33%

Name: Wiletta Thompson Trust
Address: 3700 Wolf Creek Crescent
Edmund, OK 73034
Citizenship: U.S.
Principal Business: Investment/Telecommunications
% Equity: 33%

No other person or entity, either directly or indirectly, owns ten percent (10%) or more of the equity of UAT.

- (e) Certification. UAT and PromiseVision each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301.
- (f) Description of the transaction. Please see Section II of this Application.
- (g) Geographic description of areas served. UAT is licensed, registered or otherwise authorized to provide resold switched long distance services in: AL, AZ, CA, CO, DE, FL, GA, IL, IN, KS, KY, MD, MI, MT, NV, NH, NJ, NY, OH, OR, PA, SC, SD, UT, VA, WA, WV, and WI. UAT is in the process of obtaining registrations and licenses in the remaining continental U.S. In states where UAT has not yet secured the necessary licensure to provide long distance, it will service transferred customers pursuant to a pre-existing transitional Management Agreement with PromiseVision.

PromiseVision currently provides resold switched long distance services to customers throughout the continental U.S.
- (h) Streamlined Treatment. Applicants submit that the proposed transaction would result in UAT having a market share in the interstate, interexchange market of substantially less than 10 percent. Also, neither Applicant is dominant with respect to any service. Accordingly, this Application presumptively qualifies for

streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.⁴

- (i) Related FCC Applications. None.
- (j) Special Consideration. None.
- (k) Waiver Requests. Applicants have not filed any waiver requests in conjunction with the proposed transaction.
- (l) Public Interest Considerations. The proposed transaction will serve the public interest by avoiding any interruption of service and inconvenience to affected PromiseVision customers. The proposed transaction will ensure that PromiseVision's customers continue to enjoy long distance services backed by the exceptional support services of UAT, a growing and highly competitive carrier. Given that UAT will provide these services at the same rates and terms and conditions of service that these customers currently receive from PromiseVision, the transaction will be transparent to customers in terms of the services they receive. Moreover, as explained above, Applicants have provided written notice of the proposed transaction to assure that affected PromiseVision customers will understand how the proposed change in service provider will affect them. Accordingly, Applicants respectfully submit that the proposed transaction will serve the public interest.

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⁴


47 C.F.R. § 63.03(b)(2)(i).

V. **CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. This Application is contingent on the closing of the transaction as reported herein. If the closing does not occur, Applicants will promptly notify the Commission.

Respectfully submitted,

By:



Carl Thompson
Acting President
PromiseVision Technology, Inc.
1050 E. 2nd Street, Suite 212
Edmund, OK 73034
Tel: (405) 751-7411
Fax: (405) 751-7650

By:



Jonathan S. Marashlian
THE HELEIN LAW GROUP, LLP
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)

Counsel to **United American Technology, Inc.**

On behalf of
PromiseVision Technology, Inc.

Dated: September 15, 2004

Certification of UAT

CERTIFICATION

I, Tom Anderson, CEO of United American Technology, Inc. ("UAT") hereby certify that the information in the attached application as it pertains to UAT is true and accurate to the best of my knowledge and that UAT is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

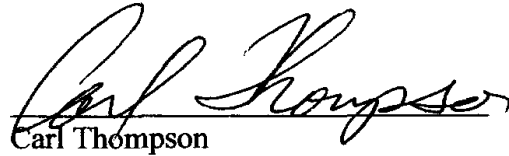

Tom Anderson

Date: September 15, 2004

**Certification of
PromiseVision Technology, Inc.**

CERTIFICATION

I, Carl Thompson, acting President of PromiseVision Technology, Inc. ("PromiseVision"), hereby certify that the information in the attached application as it pertains to PromiseVision is true and accurate to the best of my knowledge and that PromiseVision is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Carl Thompson

Date: September 15, 2004